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Co-Lead Counsel for Plaintiffs

UNITED STATES DISTRICT COURT
 FOR THE NORTHERN DISTRICT OF CALIFORNIA

In re XILINX INC. DERIVATIVE
 LITIGATION

) Master File No. C-06-3564-RMW
) and C-06-04016-RMW
)

 This Document Relates To:

All Actions

) **STIPULATION AND ~~PROPOSED~~**
) **ORDER OF VOLUNTARY DISMISSAL**
) **OF ACTION**
)

1 WHEREAS, the parties have discussed a final resolution of this matter;

2 IT IS HEREBY STIPULATED AND AGREED by and through the parties' respective
3 counsel, that this consolidated action shall be terminated and dismissed under the following terms
4 and conditions:

5 1. The parties agree to dismiss plaintiffs' claims against each defendant in the
6 above-captioned matter pursuant to Fed. R. Civ. P. 41(a)(1). This dismissal shall be with
7 prejudice as to the individual plaintiffs, L A Murphy and Stephen A. Blum, and without prejudice
8 as to the rights of nominal defendant Xilinx, Inc.;

9 2. No party shall seek reimbursement from any other party of any fees, costs,
10 expenses or damages in connection with the filing, prosecution, defense or dismissal of this action
11 or the events that are the subject of this action;

12 3. Defendants will not contend that plaintiffs' action was not filed or prosecuted in
13 good faith;

14 4. The parties and their counsel intend to effect, by and through this Stipulation and
15 Order, a full, mutual and complete release of any and all claims that they may have against one
16 another arising from the filing, prosecution, defense or dismissal of this action;

17 5. The parties represent that the defendants have not made or promised any payment,
18 direct or indirect, to the plaintiffs or their counsel in consideration of the dismissal of this action;

19 6. A class has not been certified in this action and there has been no determination
20 respecting plaintiffs' standing to pursue claims derivatively on behalf of Xilinx, Inc.;

21 7. Defendants have not filed or served an answer to the complaint or a motion for
22 summary judgment; and

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8. This Stipulation reflects the terms of dismissal of this action. The Court shall retain jurisdiction for the purposes of enforcing the terms of this Stipulation.

IT IS SO STIPULATED.

DATED: December 19, 2006

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1 DATED: December 19, 2006

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9 * * *

10 **PURSUANT TO STIPULATION, IT IS SO ORDERED**

11
12 Dated: 1/8/07

/S/ RONALD M. WHYTE
UNITED STATES DISTRICT COURT JUDGE

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STIPULATION & ~~PROPOSED~~ ORDER OF VOLUNTARY DISMISSAL OF ACTION
Master File No. C-06-3564-RMW

DECLARATION OF SERVICE

I, Maureen Longdo , the undersigned, declare:

1. That declarant is and was, at all times herein mentioned, a citizen of the United States and a resident of the County of San Diego, over the age of 18 years, and not a party to or interested in the within action; that declarant's business address is 750 B Street, Suite 2770, San Diego, California 92101.

2. That on December 19, 2006, declarant served STIPULATION AND [PROPOSED] ORDER OF VOLUNTARY DISMISSAL OF ACTION via the CM/ECF System to the parties who are registered participants of the CM/ECF System.

3. That on December 19, 2006, declarant served the parties who are not registered participants of the CM/ECF System, via United States Mail.

4. That there is regular communication between the parties.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 19th day of December 2006, at San Diego, California.


MAUREEN LONGDO

XILINX

Service List -- August 2, 2006

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XILINX

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* Denotes service via U.S. Mail

** Denotes service via Electronic Filing